

Exhibit

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BRANTLEY & ASSOCIATES

Attorneys and Counselors at Law

JOSEPH P. BRANTLEY, IV
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IAN S. McCREA
Of Counsel

July 25, 2012

Legends Gaming, LLC
c/o Raymond C. Cook
7670 W. Lake Mead Blvd., Suite 145
Las Vegas, Nevada 89128-6651

Re: Legends Gaming, LLC / Waiver of Conflict of Interest

Dear Ray:

As we have discussed, my firm has been asked to represent Global Gaming Solutions, LLC and its subsidiaries (collectively, "Global") in connection with their business activities in Louisiana. Specifically, we have been asked to represent Global in obtaining necessary regulatory approval and licensing (the "Regulatory Matters") in connection with Global's proposed acquisition of the assets and/or membership interests of Legends Gaming, LLC and its subsidiaries (collectively, "Legends"). We understand that the business terms of the transaction have been negotiated by another firm as counsel to Global, and our role will be to serve as local counsel on Louisiana law and regulatory issues. We also understand that, with respect to the negotiation and documentation of the transaction, Legends Gaming, LLC has retained Jenner & Block, LLP for representation in such matters.

This letter is to confirm that, based on the terms described in this letter, Legends agrees to waive the conflict of interest, which exists with respect to our representing Global and its affiliates in Regulatory Matters and other matters unrelated to Legends. Should any other potential or actual conflict arise between Global and Legends, we may be precluded from further representation of any party in the matter absent an additional consent from the applicable parties. If either (i) the Bankruptcy Court declines to authorize Legend's retention of our firm due to our representation of Global, or (ii) any actual conflict or dispute arises between Global and Legends, we would withdraw from representing Global, consistent with our ethical obligations to the parties, if so requested by Legends. Under some circumstances, such as litigation between Global and Legends, a conflict could be sufficient that we would not be able to represent either Global or Legends in that matter, even with consent.

I would appreciate your having the enclosed copy of this letter executed by an authorized representative of Legends in the space indicated below and returning it to me.

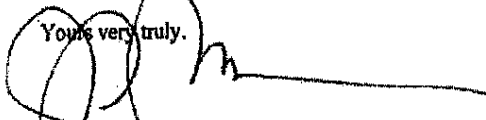
13-01007 - #85-5 File 09/20/13 Enter 09/20/13 16:23:09 Exhibit -D- Legends Waiver of Conflict of Interest Pg 1 of 2

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We have obtained a similarly worded conflict waiver letter executed on behalf of Global.
Please call me if you have any questions or comments.

Should you have any questions, please give me a call at your earliest convenience.

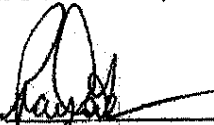
Yours very truly,



Joseph P. Brantley, IV
JPB/kdf

AGREED AND APPROVED:

LEGENDS GAMING, LLC

By: 
Title: President + CEO
Date: 7/26/12

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